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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	
	:	<b>Case No. 18-23538 (RDD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
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**NOTICE OF RESULTS  
OF AUCTION OF MEDIUM TERM NOTES**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE:**

1. On November 19, 2018, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered the *Order Authorizing Debtors to Sell Medium Term Notes* (the “**MTN Sale Order**”) (ECF No. 826), granting Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) authorization to sell certain Medium Term Notes Series B (the “**MTNs**”) issued by Debtor Sears Roebuck Acceptance Corp.

2. On November 20, 2018, the Debtors conducted an auction of the MTNs in accordance with the sale procedures set forth in the MTN Sale Order.

3. On November 28, 2018, the Debtors completed the sale of MTNs, in the aggregate principal amount of \$880,696,000, to Cyrus Capital Partners L.P. (“**Cyrus**”) for \$82,500,000 in accordance with the Note Purchase Agreement entered into by and among the Debtors and Cyrus, dated November 20, 2018 (the “**Note Purchase Agreement**”), and the MTN Sale Order.

4. Pursuant to the Note Purchase Agreement, Cyrus has agreed to waive all rights to receive payments of principal, interest, fees or other amounts with respect to \$629,450,000 of the MTNs.

5. Net proceeds of the sale, in the amount of \$81,056,250, have been deposited into the Debtors’ winddown account in accordance with the MTN Sale Order.

6. The Debtors have agreed, on behalf of themselves and their Subsidiaries, not to sell, transfer, or assign any MTNs not included as part of this transaction to any non-Debtor entity other than a transfer or assignment pursuant to a non-consensual order of a court of competent jurisdiction with respect thereto.

Dated: December 4, 2018  
New York, New York

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